CARLIN GOLD CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CARLIN GOLD CORPORATION

We have audited the accompanying consolidated financial statements of Carlin Gold Corporation, which comprise the consolidated statements of financial position as at December 31, 2015 and 2014 and the consolidated statements of loss and comprehensive loss, equity and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits . We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Carlin Gold Corporation as at December 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 in the consolidated financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 26, 2016

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Consolidated Statements of Financial Position
As at December 31, 2015 and 2014
(Expressed in Canadian dollars)

		2015		2014
Assets				
Current assets:				
Cash	$	**32,338**	$	121,208
Accounts receivable		**3,860**		1,967
Available-for-sale investments (Note 5)		**60,000**		340,000
Prepaid expenses		**7,292**		9,042
		103,490		472,217
Exploration and evaluation properties (Note 6)		**1,654,756**		1,618,121
Advances to joint venture partner		**-**		20,526
Reclamation bonds		**70,877**		70,877
	$	**1,829,123**	$	2,181,741
Liabilities				
Current liabilities:				
Trade payables and accrued liabilities	$	**19,050**	$	22,192
Amounts due to related parties (Note 9)		**54,059**		5,085
		73,109		27,277
Equity				
Share capital (Note 7)		**10,322,637**		10,322,637
Reserves - Stock options and warrants		**849,674**		849,674
Reserves - Available-for-sale-investments		**60,000**		311,771
Deficit		**(9,476,297)**		(9,329,618)
		1,756,014		2,154,464
	$	**1,829,123**	$	2,181,741

Event Subsequent to the end of the Reporting Period (Note 12)

"K. Wayne Livingstone"
Director

"Robert Culbert"
Director

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31, 2015 and 2014
(Expressed in Canadian dollars)

		2015		2014
Expenses:				
Accounting and audit	**$**	**19,880**	$	20,000
Insurance		**14,250**		16,527
Legal fees		**8,005**		8,531
Management and administration fees		**120,000**		123,884
Office		**11,157**		22,922
Regulatory fees		**8,578**		7,859
Rent		**6,000**		10,500
Share-based payments (Notes 7b and 8)		**-**		257
Technical consulting		**46,254**		28,509
Travel		**22**		321
Transfer agent fees		**4,335**		6,174
		(238,480)		(245,484)
Foreign exchange gain		**2,278**		27,724
Expense recoveries		**3,550**		-
Writedown of exploration and evaluation properties (Note 6)		**(35,797)**		(1,631,718)
Gain on sale of available-for-sale investments (Note 5)		**121,771**		-
Net (loss) for the year	**$**	**(146,679)**	$	(1,849,478)
Items of comprehensive (loss)				
Items that will not be recycled to profit or loss				
Transfer on sale of available-for-sale investments		**(141,771)**		-
Item that will recycled to profit or loss:				
Fair value change of available-for-sale investments		**(110,000)**		220,000
Comprehensive (loss) for the year	**$**	**(398,450)**	$	(1,629,478)
(Loss) per share (basic and diluted)	**$**	**(0.00)**	$	(0.02)
Weighted average number of common shares outstanding		**78,939,464**		78,939,464

See accompanying notes to consolidated financial statements.

Consolidated Statements of Equity
For the years ended December 31, 2015 and 2014
(Expressed in Canadian dollars)

	Share Capital		Reserves				
	Number of Shares	Amount	Stock options	Warrants	Available-for-sale investments	Deficit	Total Equity
Balance, December 31, 2013	78,939,464	$ 10,322,637	$ 826,329	$ 23,088	$ 91,771	$ (7,480,140)	$ 3,783,685
Share-based payments	-	$ -	257	-	-	-	257
Items of comprehensive loss	-	-	-	-	220,000	-	220,000
Net loss for the year	-	-	-	-	-	(1,849,478)	(1,849,478)
Balance, December 31, 2014	78,939,464	$ 10,322,637	$ 826,586	$ 23,088	$ 311,771	$ (9,329,618)	$ 2,154,464
Items of comprehensive loss	-	-	-	-	(251,771)	-	(251,771)
Net loss for the year	-	-	-	-	-	(146,679)	(146,679)
Balance, December 31, 2015	78,939,464	10,322,637	826,586	23,088	60,000	(9,476,297)	1,756,014

See accompanying notes to consolidated financial statements.

CARLIN GOLD
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Consolidated Statements of Cash Flows
For the years ended December 31, 2015 and 2014
(Expressed in Canadian dollars)

Years ended December 31		2015		2014
Operating Activities:				
Net loss for the year	**$**	**(146,679)**	$	(1,849,478)
Items not affecting cash:				
Gain on sale of AFS investments		**(121,771)**		-
Foreign exchange		**6,732**		15,877
Share-based payments (Note 7b)		**-**		257
Writedown of exploration and evaluation properties		**35,797**		1,631,718
Change in non-cash operating working capital:				
Accounts receivable		**(1,893)**		216
Prepaid expenses		**1,750**		527
Trade payables and accrued liabilities		**(3,142)**		(2,968)
Due to related parties (Note 8)		**48,974**		(1,508)
Cash Used in Operating Activities		**(180,232)**		(205,359)
Investing activities:				
Proceeds from sale of AFS investments (Note 5)		**150,000**		-
Exploration and evaluation property expenditures (Note 6)		**(72,432)**		(114,229)
Decrease in reclamation bonds		**-**		3,917
Cash used in investing activities		**77,568**		(110,312)
Financing Activities:				
Repayments from joint venture partner		**20,526**		4,018
Cash Provided by Financing Activities		**20,526**		4,018
Foreign Exchange Effect on Cash		**(6,732)**		(15,877)
(Decrease) in cash		**(88,870)**		(327,530)
Cash, Beginning of Year		**121,208**		448,738
Cash, End of Year	**$**	**32,338**	$	121,208
Supplemental cash flow information:				
Interest paid	**$**	**-**	$	**-**
Income taxes paid	**$**	**-**	$	**-**
Interest received	**$**	**-**	$	**-**

See accompanying notes to consolidated financial statements.

1. NATURE OF OPERATIONS

Carlin Gold Corporation (the "Company") is registered under the British Columbia *Business Corporations Act* and trades on the TSX Venture Exchange. The Company is in the business of acquiring, exploring and developing mineral properties in Nevada and Yukon, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The head office and principal address of the Company is situated at Suite 320 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company has not generated any revenue since inception, has never paid dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. During the year ended December 31, 2015, the Company incurred a net loss of $146,679 (2014 - $1,849,478) and as at December 31, 2015 the Company has working capital of $30,381 (2014 - $444,940). The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its mineral properties, confirmation of the Company's interests in the underlying properties and the attainment of profitable operations or realize proceeds from their sale.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its mineral property interests, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and expected growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management's plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. The recoverability of amounts shown for mineral property interests is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these mineral property interests, and establish future profitable production, or realize proceeds from the disposition of mineral interests. The carrying value of the Company's mineral property interests does not reflect current or future values.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

a) Statement of Compliance

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The accounting policies, methods of computation and presentation applied in these consolidated financial statements are consistent with those of the previous financial year.

2. BASIS OF PRESENTATION (Continued)

b) Approval of consolidated financial statements

These consolidated financial statements of the Company for the years ended December 31, 2015 and 2014 were approved and authorized for issue by the Board of Directors on April 26, 2016.

These consolidated financial statements include the accounts of the Company and its 100% controlled entity, Carlin Gold US Inc. (a Nevada corporation).

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

c) Adoption of new standards

At the date of authorization of these consolidated financial statements, the IASB and IFRS Interpretations Committee ("IFRIC") have issued the following new and revised standards and interpretations.

The following standard was adopted for the year beginning January 1, 2015, but has had no material impact on the consolidated financial statements of the Company:

Annual Improvements 2010-2012 Cycle

Makes amendments to the following standards:

- IFRS 2 — Amends the definitions of "vesting condition" and "market condition" and adds definitions for "performance condition" and "service condition"
- IFRS 3 — Require contingent consideration that is classified as an asset or a liability to be measured at fair value at each reporting date
- IFRS 8 — Requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments, clarify reconciliations of segment assets only required if segment assets are reported regularly
- IFRS 13 — Clarify that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure certain short-term receivables and payables on an undiscounted basis (amends basis for conclusions only)
- IAS 16 and IAS 38 — Clarify that the gross amount of property, plant and equipment is adjusted in a manner consistent with a revaluation of the carrying amount
- IAS 24 — Clarify how payments to entities providing management services are to be disclosed.

2. BASIS OF PRESENTATION (Continued)

d) New standards and interpretations not yet adopted

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

The Company has not early adopted these standards and is currently assessing the impact these standards will have on its financial statements.

IFRS 9 *Financial Instruments (2014)*

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement*. The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a "fair value through other comprehensive income" category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however, there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment. The 2014 version of IFRS 9 introduces an "expected credit loss" model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

Applicable to the Company's annual period beginning on January 1, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

a) Judgments and estimates (continued)

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiary. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

b) Foreign currency translation

The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss, except for differences on the retranslation of available-for-sale ("AFS") instruments, which are recognized in other comprehensive income/loss.

c) Exploration and evaluation properties

Costs directly related to the exploration and evaluation of resource properties are capitalized once the legal rights to explore the resource properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the unit-of-production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Resource properties are reviewed for impairment at each reporting date.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee, and accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received are recorded as a gain on option or disposition of mineral property.

d) Impairment of non-current assets

The Company's tangible and intangible assets are reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

d) Impairment of non-current assets (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

e) Provision for closure and reclamation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of resource properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

f) Income taxes

The Company uses the statement of financial position method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry-forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

g) Share-based payments

The Company has a stock option plan that is described in Note 7b. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to option reserve. Consideration received on the exercise of stock options is recorded as share capital and the related option reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from option reserve.

h) Loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the loss available to common shareholders equals the reported loss. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the effects of including all outstanding options and warrants would be anti-dilutive.

i) Financial instruments and comprehensive income

(i) Financial assets

The Company classifies its financial assets in the following categories: held-to-maturity, fair value through profit or loss ("FVTPL"), loans and receivables, and AFS. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Held-to-maturity

Held-to-maturity financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method. The Company has no assets classified as held-to-maturity.

Financial assets at fair value through profit or loss

Financial assets at FVTPL are initially recognized at fair value with changes in fair value recorded through income. Cash is included in this category of financial assets.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Financial instruments and comprehensive income (continued)

(i) Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost less any impairment. Loans and receivables comprise advances to joint venture partner.

Available-for-sale financial assets

AFS financial assets are non-derivatives that are either designated as available for sale or not classified in any of the other financial asset categories. Changes in the fair value of AFS financial assets are recognized as other comprehensive income/loss and classified as a component of equity. AFS assets include investments in marketable securities.

Management assesses the carrying value of AFS financial assets at least annually and any impairment charges are recognized in profit or loss. When financial assets classified as AFS are sold, the accumulated fair value adjustments recognized in other comprehensive income/loss are included in profit or loss.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following categories:

Borrowings and other financial liabilities

Borrowings and other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include trade payables and accrued liabilities and amounts due to related parties.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 – Inputs for the asset or liability that are not based on observable market data.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

j) Share capital

The Company records proceeds from share issuances, net of issue costs. Common shares issued for consideration other than cash are valued based on their market value at the date the agreement to issue shares is concluded.

k) Valuation of equity units issued in private placements

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has classified its cash as FVTPL; advances to joint venture partner, as loans and receivables; available-for-sale investments, as AFS; and trade payables and accrued liabilities and amounts due to related parties, as other financial liabilities.

Fair value

The carrying values of advances to joint venture partner, trade payables and accrued liabilities, and amounts due to related parties all approximate their fair value due to the short-term nature of these financial instruments.

At December 31, 2015 and 2014, the AFS investment is valued using quoted prices (unadjusted) from an active market (Level 1).

The principal risks to which the Company's financial instruments are exposed are described below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	December 31, 2015	**December 31, 2014**
Cash – Canada	**$ 30,263**	$ 117,450
Cash – USA	**2,075**	3,758
Total	**$ 32,338**	$ 121,208

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company has a portfolio of investment securities, which are AFS. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

At December 31, 2015, the Company had trade payables and amounts due to related parties totaling $73,109 (2014 - $27,277), which are due within 90 days.

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be immaterially affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2015, certain of the Company's financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollars.

(Expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

The Company does not use derivatives or similar techniques to manage currency risk.

As at December 31, 2015 and 2014, the Company is exposed to foreign currency risk as follows:

	December 31, 2015	December 31, 2014
	US	US
Cash	**$1,729**	$73,955
Net foreign currency exposure	**$1,729**	$73,955

Based on the above, net foreign currency exposure as at December 31, 2015, assuming all other variables remain constant, an 11% weakening or strengthening of the Canadian dollar against the US dollar would result in an insignificant increase/decrease of comprehensive loss for the period.

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's AFS investments are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 40% (2014 - 40%) change in market prices would change other comprehensive income/loss by approximately $44,000 (2014 - $136,000).

5. AVAILABLE-FOR-SALE INVESTMENTS

At December 31, 2015 and 2014, the Company owned the following AFS investment:

	December 31, 2015			December 31, 2014		
	Number of Shares	Cost	Fair Value	Number of Shares	Cost	Fair Value
Constantine Metal Resources Ltd.	1,000,000	-	$60,000	2,000,000	-	$340,000

Constantine Metal Resources Ltd. ("Constantine") is related to the Company through two common directors (Mr. K. Wayne Livingstone and Mr. Brian Irwin) and a common officer (Mr. Aris Morfopoulos). The Company's investment in Constantine represents an ownership interest of 0.86% at December 31, 2015 (2014 - 1.7%). On July 16, 2015, the Company sold half of its marketable securities assets for net proceeds of $150,000 cash (gain of $121,771).

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION PROPERTIES

The following is a summary of the Company's principal property interests located in Nevada:

	Cortez Summit	JDS	Willow	Whisky Canyon	Yukon	Total
Balance, December 31, 2013	$ 1,532,756	$ 233,566	$ 492,581	$ 20,464	$ 856,243	$ 3,135,610
Geological, prospecting and drilling	85,361	13,743	19,103	40	-	118,247
Project and field support	-	-	-	-	(8,036)	(8,036)
Cost recoveries	-	-	-	-	4,018	4,018
Writedown of exploration and evaluation property	-	(247,308)	(511,683)	(20,503)	(852,224)	(1,631,718)
Balance, December 31, 2014	$ 1,618,117	$ 1	$ 1	$ 1	$ 1	$ 1,618,121
Acquisition costs	$ 31,090	$ 15,259	$ 18,842	$ -	$ -	$ 65,191
Geological	5,545	96	192	45	1,363	7,241
Writedown of exploration and evaluation property	-	(15,355)	(19,034)	(45)	(1,363)	(35,797)
Balance, December 31, 2015	$ 1,654,752	$ 1	$ 1	$ 1	$ 1	$ 1,654,756

a) Cortez Summit Property, Nevada USA

The Company owns a 100% interest in claims in the Cortez gold trend in Eureka County, Nevada, which were acquired by staking and are not subject to any royalties.

b) Closure costs

The Company has assessed that it does not have any closure costs at this time.

c) Realization of assets

The investment in and expenditures on exploration and evaluation properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or proceeds from their disposal.

Resource exploration and development are highly speculative and contain inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

6. EXPLORATION AND EVALUATION PROPERTIES (Continued)

d) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent, and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

e) Title to mineral property interests

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

7. SHARE CAPITAL

a) Authorized: unlimited number of common shares without par value

b) Issued and outstanding: 78,939,464 common shares

c) Stock options

The Company has established a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price of the stock on the last trading day preceding the grant date. Options vest 25% on the grant date and 12.5% each six months thereafter until fully vested. The maximum number of options to be granted under this plan is 7,893,946.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (Continued)

b) Stock options (continued)

A summary of the status of the Company's stock options at December 31, 2015 and 2014 and changes during the years then ended are as follows:

	December 31, 2015		December 31, 2014	
	Number of Options	**Weighted Average Exercise Price**	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	**3,225,000**	**$0.11**	3,825,000	$0.11
Expired	**(1,425,000)**	**$0.105**	(600,000)	$0.105
Outstanding, end of year	**1,800,000**	**$0.11**	3,225,000	$0.11

A summary of the Company's stock options as at December 31, 2015 is as follows:

Expiry Date	Weighted Average Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Number of Options Exercisable (vested)
June 18, 2017	$0.125	1,400,000	1.46	1,400,000
July 31, 2017	$0.125	400,000	1.58	400,000
		1,800,000	1.50	1,800,000

A summary of the Company's stock options as at December 31, 2014 is as follows:

Expiry Date	Weighted Average Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Number of Options Exercisable (vested)
December 7, 2015	$0.100	1,425,000	0.93	1,425,000
June 18, 2017	$0.125	1,400,000	2.46	1,400,000
July 31, 2017	$0.125	400,000	2.58	400,000
		3,225,000	1.80	3,225,000

During the year ended December 31, 2015, the Company recognized share-based payments expense of $Nil (2014 - $257) for vesting of options issued in prior years.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (Continued)

d) Warrants

A summary of the Company's warrants at December 31, 2015 and 2014 is as follows.

	December 31, 2015		December 31, 2014	
	Number of warrants	**Weighted-average exercise price**	Number of warrants	Weighted-average exercise price
Outstanding, beginning of year	**21,404,467**	**$0.16**	21,404,467	$0.16
Outstanding, end of year	**21,404,467**	**$0.16**	21,404,467	$0.16

The expiry date of the above warrants is July 24, 2017.

8. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26% (2014 - 26%) to income before income taxes. The reason for the differences is as follows:

	2015	2014
Loss before tax	$ (146,679)	$ (1,849,478)
Statutory income tax rate	26.0%	26.0%
Expected income tax	(38,137)	(480,864)
Items non-deductible for income tax purposes	-	415,199
Differences between Canadian and foreign tax rates	(4,771)	(3,233)
Change in timing differences	487,388	(431,993)
Impact of foreign exchange on tax assets and liabilities	(253,410)	(108,401)
Unused tax losses and tax offsets not recognized in tax	(191,070)	609,292
Total income taxes	$ -	$ -

The tax effected items that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities at December 31, 2015 and 2014 are presented below:

	2015	2014
Marketable securities	$ (3,775)	$ (36,175)
Capital loss carry-forwards	3,775	36,175
Net deferred income tax liability	$ -	$ -

(Expressed in Canadian dollars)

8. INCOME TAXES (Continued)

The Company recognizes tax benefits or losses or other deductible amounts generated in countries where the probable criteria for the recognition of deferred tax assets have been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

		2015		2014
Future income tax assets				
Non-capital loss carry-forwards	$	3,784,740	$	3,449,071
Share issue costs		22,127		46,932
Mineral property interests		4,282,654		3,854,664
Unrecognized deductible temporary differences	$	8,089,521	$	7,350,667

The Company's unrecognized unused tax losses for December 31, 2015 have the following expiry dates:

Year expiring:		**Canada**		**USA**		**Total**
2025	$	-	$	55,304	$	55,304
2026		201,647		139,877		341,524
2027		205,478		965,656		1,171,134
2028		169,653		477,721		647,374
2029		161,397		-		161,397
2030		175,460		7,719		183,179
2031		192,448		38,481		230,929
2032		332,281		40,144		372,425
2033		156,255		32,245		188,500
2034		216,629		45,021		261,650
2035		135,259		53,044		188,303
Total	**$**	**1,946,507**	**$**	**1,855,213**	**$**	**3,801,719**

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer and the vice president of exploration. Aggregate compensation for the year ended December 31, 2015 was $169,827 (2014 - $167,668) for management and other fees, as described below.

The Company paid or accrued a total of $60,000 for management and administration services from NS Star Enterprises Ltd., a company controlled by the president, during the year ended December 31, 2015 (2014 - $60,000). The Company paid or accrued a total of $60,000 for accounting, and management and administration services from Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the year ended December 31, 2015 (2014 - $60,000). The Company paid or accrued a total of $49,827 from Mr. Robert Thomas, Vice President of Exporation, for technical consulting and management and administration services during the year ended December 31, 2015 (2014 - $47,668).

(Expressed in Canadian dollars)

9. RELATED PARTY TRANSACTIONS (Continued)

As at December 31, 2015, a total of $39,059 (2014 - $5,085) is due to director Robert Thomas for fees, technical consulting services and expenses incurred on behalf of the Company. As at December 31, 2015, the Company also has $15,000 in accrued liabilities for accrued management fees from NS Star Enterprises Ltd. These amounts are unsecured, without interest or stated terms of repayment.

10. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and warrants as capital (Note 7). There has been no change in the nature of the Company's capital during the year ended December 31, 2015. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital restrictions.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

11. SEGMENTED INFORMATION

The Company has one operating segment: mineral exploration and development. The Company's assets by geographical location are as follows as at the dates shown below:

As at December 31,		**2015**		2014
Canada	**$**	**1**	$	1
United States		**1,654,755**		1,618,120
Total	**$**	**1,654,756**	$	1,618,121

12. EVENT SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On February 25, 2016, the Company issued 5,500,000 incentive stock options to directors, which are exercisable for the purchase of 5,500,000 shares of the Company at an exercise price of $0.05 per share for a period of five years.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended December 31, 2015

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Description of Business and Report Date

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Carlin Gold Corporation (the "Company" or "Carlin"). This MD&A should be read in conjunction with the audited consolidated financial statements of the Company, including the notes thereto, for the years ended December 31, 2015 and 2014, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at www.sedar.com. The Company's annual audited consolidated financial statements for the years ended December 31, 2015 and 2014 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including April 26, 2016.

Carlin is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Nevada, USA and Yukon, Canada. The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol CGD.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

Company Overview and Outlook

The Company controls three properties in Nevada, all of which contain Carlin-type gold targets. The Company's Cortez Summit property continues to be the main focus. The Company's Nevada properties are held by direct ownership of unpatented mining claims. In addition to maintaining its existing property portfolio, the Company is also evaluating additional project opportunities.

In July 2015, the Company sold half of its available-for-sale investments for proceeds of $150,000, which funds have been used to pay for holding costs of the Company's Nevada properties and general working capital.

Significant Core Intersection at Cortez Summit Property and Recent Barrick Fourmile Discovery

In 2013, the Company completed a core hole that intersected the stratigraphic section which contains the gold-bearing horizons of the major Cortez area deposits, which clearly demonstrated the exploration potential of the project. This potential was recently further augmented two new discovery holes at Barrick's "Fourmile" target north of their Goldrush resource and located adjacent to our Cortez Summit property. Barrick states that these holes have encountered mineralization "well above the average grade of the indicated and inferred resources at Goldrush", for example 14.3m grading 31.7 grams per tonne (gpt) and 5.8m grading 49.6 gpt (Barrick Feb. 22, 2016 news release). This is a positive development for the Company because it represents another high grade deposit type to target at the Cortez Summit property.

Cortez Summit is located near Barrick Gold Corporation's ("Barrick") new 10.2 million ounce Goldrush resource, of which 8.6 million oz grading 10.6 gpt are reported to be in the measured and indicated category (Barrick 2015 year-end report and 4th quarter results). In September/October 2013, in order to further explore the prospective stratigraphy, Carlin re-entered reverse circulation hole CS12-2 with a core drill rig and deepened it from 1760 ft (536 m) to 4032 ft (1229 m). Short intervals of anomalous gold values to 0.667 gpt and Carlin-type pathfinder elements were encountered, including intervals of anomalous arsenic values (>100 ppm) ranging up to 100 ft. (30 m) of drilled thickness. The bottom 650 feet (198 m) below the Roberts Mountain Thrust consists of "lower plate" carbonate rocks, including silty/sandy, laminated, variably carbonaceous limestone. This interval contains material interpreted as turbidites and debris flows, and locally displays Carlin-type alteration features such as decalcification, clay alteration and calcite veining.

Carlin geologists are encouraged that favorable lower plate carbonate rocks are present near the projection of the gold-bearing Fourmile structural corridor, at depths consistent with some of the holes in the north portion of Barrick's neighboring Goldrush discovery and the new high grade discovery holes at their Fourmile target. The discovery of these geological features opens up additional exploration opportunities on the Cortez Summit property. Only a small portion of the property has been evaluated, and the Fourmile structural corridor in particular requires more attention.

Barrick's recent Fourmile discovery is a different style than at Goldrush; although still within similar lower plate stratigraphic units, it is within the contact metamorphic zone adjacent to the Mill Canyon stock. Barrick points out similarities in mineralization style to the Deep Star and Deep Post deposits on the Carlin Trend (Barrick Investor Day webcast presentation, Feb. 22, 2016). New high grade mineralization within the metamorphic zone is a positive development for the Company because it presents an additional, high grade, target type within the contact metamorphic aureole at Cortez Summit.

Cortez Summit Exploration Project, Nevada U.S.A.

The Company's100% owned Cortez Summit property is centrally located on the Cortez Trend, in the middle of what has become the most active gold exploration area in Nevada. The Cortez Trend contains a major gold endowment that exceeds 50 million oz. total gold produced, reserves and resources. Production in 2015 at Barrick's Cortez district operations was reported to be 999,000 ounces of gold at all-in sustaining cost (AISC) of US$603 per oz (ref: Barrick Investor Day webcast presentation, Feb. 22, 2016).

The Cortez Summit property consists of 142 100%-owned unpatented claims located in the southern Cortez Mountains between the historic Buckhorn and Horse Canyon mines, Eureka County, Nevada. The east edge of the property lies 0.6 miles (1 km) west of the Buckhorn mine, and the west edge of the property lies 1.5 miles (2.5 km) east of the Horse Canyon mine. Barrick's Cortez Hills operation (11 million oz gold pre-production reserve/resource) lies 4.0 miles (6.4 km) west of the property. The southwest corner of the property lies 0.6 miles (1 km) northeast of Barrick's new Goldrush discovery. Goldrush has grown rapidly since the initial announcement on September 7, 2011 which stated a 3.5 million ounce inferred resource with a grade of 4.2 gpt gold. As at December 31, 2015, the estimated measured and indicated resources reported by Barrick stood at 8.6 million ounces, with a grade of 10.58 gpt gold, and the inferred resource stood at 1.6 million ounces, with a grade of 9.0 gpt gold (Barrick 2015 year-end report and 4th quarter results). Barrick has advanced the project though the prefeasibility stage, and envisions annual underground production of 440,000 oz at average AISC of US$665/oz. Barrick contemplates a mine life of 21 years with production beginning as early as 2021. The permitting process is scheduled to commence in late 2017 (ref: Barrick news release Feb. 22, 2016).

Carlin's primary target is Carlin-style mineralization in a structural and stratigraphic setting in Paleozoic sedimentary rocks similar to that at the Cortez Hills mine and the new nearby Goldrush resource. Much of this target is blind, being covered by Miocene-age post-mineral gravel and basaltic andesite. Sampling of altered Paleozoic siliciclastic rocks along the north-northwest trending Fourmile structural zone on the west side of the property has yielded rock chip gold values of 0.477 and 0.263 gpt, along with continuous samples on a drill road averaging 0.175 gpt gold over 15 meters (50 ft). The Fourmile structural zone trends for 1,370 meters (4,500 ft.) within the western side of the property.

In August/September 2012 the Company completed an initial drill program on the southwest section of the Property. The program consisted of seven vertical reverse circulation drill holes totaling 3,573 meters (11,720 ft.) ranging in depth between 450 and 550 meters (1500 and 1800 ft.). All holes encountered Paleozoic sedimentary rocks. One hole was collared in the Paleozoic rocks on the west side of the property and the other six were drilled into Paleozoic rocks beneath younger Miocene basalts and gravels. Lithologies include grey-black siltstone, with lesser sandstone and chert, and variably calcareous and laminated siltstones. Drilling confirmed Carlin-type geology, alteration and geochemistry in the limited area tested. Anomalous gold (up to 0.534 gpt in a 1.5 meter (5 ft.) interval) with Carlin-type pathfinder elements is present in six of the seven holes drilled. Anomalous arsenic zones (>100 ppm) range up to 35 meters (115 ft.) in drilled thickness and contain values up to 1,530 ppm arsenic, 70 ppm antimony, 3 ppm thallium and 1.8 ppm mercury. Two holes with the longest anomalous arsenic intervals were drilled 580 meters (1,900 ft.) apart on the west side of the property, and are located in close proximity to the projected Fourmile structural zone. The Company has also evaluated existing ground and airborne geophysical survey data in an effort to enhance drill targeting in this mostly covered area. This information has been helpful in defining several structural zones of interest on the property, including the Fourmile.

In September/October of 2013 Carlin re-entered reverse circulation drill hole CS-12-2 with a core drill rig, in order to explore for the deeper part of the stratigraphy which hosts mineralization at the Goldrush deposit. This hole, CS12-2C, deepened from 536 meters (1,760 ft) to 1,229 meters (4,032 ft.), encountered 198 meters (650 ft.) of lower plate carbonate rocks below the Roberts Mountain Thrust. Lower plate contained short intervals of anomalous gold values to 0.667 gpt as well as intervals of Carlin-type pathfinder elements including anomalous arsenic values (>100 ppm). Carlin-type alteration features include decalcification, clay alteration and calcite veining.

In an effort to further enhance the understanding of the encouraging geology encountered in this hole, the Company engaged the services of Dr. Harry Cook, President/CEO of Carbonate Geology LLC. Dr. Cook is very familiar with the Cortez District and Barrick has acknowledged his important role in developing an understanding of the gold-hosting Paleozoic stratigraphy in the area, including the neighboring Goldrush discovery. Dr. Cook examined the lower 984.5 feet (300 m) of hole CS12-2C, which resulted in his interpreting the bottom 650 feet (198 m) of the hole to contain Devonian strata. The base of the Roberts Mountain Thrust Fault is interpreted at a hole depth of 3,382 feet (1,031 m). Dr. Cook states that *"Core CS12-2C strata are comprised of very favorable gold-host rocks within both the Wenban Formation and Horse Canyon Formation. These strata are coeval with the nearby Wenban Fm. and Horse Canyon Fm. carbonate gold-host strata that comprise the gold hosts in Barrick's Goldrush discovery."* The lower plate strata are comprised of carbonate debris flows, turbidites, slides, slumps and lime and quartz siltstones and mudstones. The geological setting represents an optimal depositional environment for Carlin-type gold deposits. Dr. Cook's interpretations are based on fossil and sedimentologic evidence in addition to his extensive field, pit and core experience at many locations and mine sites throughout Nevada. Further drilling is warranted, according to Dr. Cook.

Carlin's geologists are encouraged that these favorable host rocks occur near the projection of the Fourmile structure at depths generally consistent with some of the holes in the north portion of Barrick's Goldrush discovery, as well as their new Fourmile discovery. There is approximately 1,370 meters (4,500 ft.) of prospective Fourmile structure on the property to explore, which creates an excellent exploration opportunity for the Company.

Recently Barrick announced two drill hole results from early stage exploration on their new Fourmile target, located on the northern projection of the Goldrush resource and within one kilometer of the west side of the Cortez Summit property. These holes have encountered mineralization "well above the average grade of the indicated and inferred resources at Goldrush", for example 14.3m grading 31.7 gpt and 5.8m grading 49.6 gpt (Barrick press release Feb. 22, 2016). Mineralization at Fourmile is a different style than at Goldrush; it is contained in similar lower plate units, but within the contact metamorphic zone adjacent to the Mill Canyon stock. Barrick points out similarities in mineralization style to the Deep Star and Deep Post mines on the Carlin Trend, two high grade underground operations. This is a positive development for the Company because it presents an additional, high grade, target type at Cortez Summit. The six westernmost holes drilled at Cortez Summit have encountered contact metamorphic alteration interpreted to be related to the Mill Canyon stock. Barrick's initial Fourmile success means that, in addition to the classic, passive, Carlin-style replacement style mineralization style displayed at Goldrush, the Cortez Summit property also has excellent potential for higher grade, more structurally controlled mineralization in calc-silicate altered rocks within the metamorphic aureole of the Mill Canyon stock.

Expressed in Canadian Dollars

Partial reclamation has been completed, which will allow for additional drilling in new areas. The Company's permit has been extended to September 2016. The Company also has secured a permit to drill on the east side of the property.

Results of Operations

In the year ended December 31, 2015, the Company incurred net expenditures of $72,432 (2014–$114,229) on exploration properties.

The Company's consolidated net loss for the year ended December 31, 2015 was $146,679 (2014-$1,849,478), which includes an aggregate of $35,797 in exploration property writedowns (2014-$1,631,718) on the Company's Yukon, JDS, Willow and Whisky Canyon properties. These properties were written off in 2014, however it is the Company's accounting policy to record exploration expenditures to the applicable exploration property and then write them off at the end of each accounting period if the property continues to show indicators of impairment.

The Company's $238,480 in operating costs for the year ended December 31, 2015 continued to remain low and were consistent with the previous year (2014-$245,484). The Company does not foresee a material increase to such costs for the next year.

Selected Annual Information

	2015	**2014**	**2013**
Operating loss before other items	$ (238,480)	$ (245,484)	$ (293,419)
Net loss for the year	(146,679)	(1,849,482)	(212,494)
Basic and diluted loss per share	(0.00)	(0.02)	(0.00)
Total assets	1,829,123	2,181,737	3,815,438

Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight quarters:

Fiscal Quarter ended	**December 31 2015**	September 30 2015	June 30 2015	March 31 2015
Net income (loss)	**$ (79,116)**	$ 57,277	$ (71,497)	$ (53,343)
Net income (loss) per share	**(0.00)**	0.00	(0.00)	(0.00)
Total Assets	**1,829,123**	1,904,750	2,040,754	2,053,911

Fiscal Quarter ended	December 31 2014	September 30 2014	June 30 2014	March 31 2014
Net income (loss)	$ (1,682,715)	$ (48,679)	$ (62,992)	$ (55,092)
Net income (loss) per share	(0.02)	(0.00)	(0.00)	0.00
Total Assets	2,181,741	3,843,911	3,864,600	3,837,757

In the three months ended December 31, 2015, the Company recorded a loss of $79,116 (2014-$1,682,715). For the three months ended December 31, 2015, the Company's operating expenses were $49,394 (2014-$57,884) as management continued to maintain its operating costs at minimal levels until the Company is refinanced.

Financial Condition, Liquidity and Capital Resources

The Company's cash position at December 31, 2015, was $32,338 (2014-$121,208). The Company's working capital at December 31, 2015 was $31,381 (2014-$444,940).

At December 31, 2015, current assets excluding cash consisted of accounts receivable, prepaid expenses, and available-for-sale securities which totaled $71,152 (2014-$351,009). The Company's available-for-sale securities represent a significant portion of the Company's working capital. The value of this investment is subject to market fluctuations and is therefore highly variable. In July 2015, the Company sold 50% of its available-for-sale securities for cash proceeds of $150,000.

At December 31, 2015, the Company had $73,109 (2014-$27,277) in current liabilities, of which $54,059 (2014-$5,085) was due to related parties.

The Company is not in commercial production on any of its exploration and evaluation properties and accordingly, it does not generate cash from operations. The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its exploration and evaluation properties. There can, however, be no assurance the Company will be able to raise funds in the near future, in which case management may delay future exploration activities until funds become available.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Proposed Transactions

There are no proposed transactions as of the date of this MD&A.

Transactions with Related Parties

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer and the Vice President of Exploration. Aggregate compensation for the years ended December 31, 2015 was $169,827 (2014-$167,668) for management and other fees.

The Company paid or accrued a total of $60,000 for management and administration services from NS Star Enterprises Ltd., a company controlled by the president, during the year ended December 31, 2015 (2014-$60,000). The Company paid or accrued a total of $60,000 for accounting, and management and administration services from Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the year ended December 31, 2015 (2014-$60,000). The Company paid or accrued a total of $49,827 from Mr. Robert Thomas, vice-president of exploration, for technical consulting and management and administration services during the year ended December 31, 2015 (2014-$47,668).

As at December 31, 2015, a total of $39,059 is due to director Robert Thomas for fees, technical consulting services and expenses incurred on behalf of the Company. As at December 31, 2015, the Company also has

Expressed in Canadian Dollars

$15,000 in accrued liabilities for accrued management fees from NS Star Enterprises Ltd. These amounts are unsecured, without interest or stated terms of repayment.

Outstanding Share Data

Carlin's authorized capital is an unlimited number of common shares without par value.

As at December 31, 2015 and as of the date of this report, the Company has 78,939,464 common shares outstanding.

The Company's outstanding stock options as at December 31, 2015 are as follows:

	Number	Exercise Price per Share	Expiry Date
Issued in 2012	1,400,000	$0.125	June 18, 2017
Issued in 2012	400,000	$0.125	July 31, 2017
	1,800,000		

In February 2016, the Company issued 5,500,000 incentive stock options to directors, which are exercisable for the purchase of 5,500,000 shares of the Company at an exercise price of $0.05 per share for a period of five years from the date of issue.

At December 31, 2015, the Company had 21,404,467 warrants outstanding, which were issued on July 24, 2012, exercisable for five years at a price of $0.16, in connection with a non-brokered private placement completed in July 2012.

Management of Capital

The Company manages its cash, common shares and stock options as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account.

Use of Judgments and Estimates

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiary. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

Financial Instruments

Financial Assets

The Company classifies its financial assets in the following categories: held-to-maturity, fair value through profit or loss, loans and receivables, and AFS. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

Held-to-maturity

Held-to-maturity financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method. The Company has no assets classified as held-to-maturity.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded through income. Cash is included in this category of financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost less any impairment. Loans and receivables comprise accounts receivable and advances to joint venture partner.

Available-for-sale ("AFS") financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of AFS financial assets are recognized as other comprehensive income/loss and classified as a component of equity. AFS assets include investments in marketable securities.

Management assesses the carrying value of AFS financial assets at least annually and any impairment charges are also recognized in profit or loss. When financial assets classified as AFS are sold, the accumulated fair value adjustments recognized in other comprehensive income/loss are included in profit and loss.

Expressed in Canadian Dollars

Financial Liabilities

The Company classifies its financial liabilities in the following categories:

Borrowings and other financial liabilities

Borrowings and other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the statement of loss over the period to maturity using the effective interest method.

Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include trade payables and accrued liabilities and amounts due to related parties.

Risk Factors

Companies operating in the mining industry face many and varied kind of risks. Following are the risk factors most applicable to the Company.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had a cash balance of $32,338 to settle current liabilities of $73,109. All of the Company's financial liabilities have maturities of 30 days or are due on demand and are subject to normal trade terms.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	December 31, 2015	**December 31, 2014**
Cash – Canada	**$ 30,263**	$ 117,450
Cash – USA	**2,075**	3,758
Total	**$ 32,338**	$ 121,208

Expressed in Canadian Dollars

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2015, certain of the Company's financial instruments are held in foreign currencies, primarily the US dollar. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollars. The Company does not use derivatives or similar techniques to manage currency risk.

The Company is exposed to foreign currency risk as follows:

	December 31, 2015	December 31, 2014
	US	US
Cash	**$ 1,729**	$ 73,955
Net foreign currency exposure	**$ 1,729**	$ 73,955

Based on the above, net foreign currency exposure as at December 31, 2015, and assuming all other variables remain constant, an 11% (2014-11%) weakening or strengthening of the Canadian dollar against the US dollar would result in an insignificant increase/decrease in comprehensive loss for the period.

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's AFS investments are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 40% (December 31, 2014-40%) change in market prices would change other comprehensive loss by approximately $24,000 (December 31, 2014-$136,000).

Industry

Exploring and developing mineral resource projects bears a high potential for a variety of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed.

Although the Company has taken steps to verify the title to exploration and evaluation properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Metal Prices

The principal activity of the Company is the exploration and development of gold resource properties. The feasible development of such properties is highly dependent upon the price of gold. A sustained and substantial decline in commodity gold prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect gold commodity prices in order to assess the feasibility of its resource projects.

Political Risk

The resource properties on which the Company is pursuing its exploration and development activities are located in Nevada, U.S.A. and Yukon, Canada. While the political climate is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its Nevada operations on an as-needed basis. The Company does not presently maintain political risk insurance for its U.S. exploration projects.

Environmental

Exploration and development projects are subject to the environmental laws and regulations of the country within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Changes in Accounting Policies

There were no changes to the Company's accounting policies during the year ended December 31, 2015.

Forward-Looking Statements

Some of the statements in this MD&A constitute "forward looking statements". Where Carlin expresses an expectation or belief as to future events or results, including management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and Carlin does not assume the obligation to update any forward looking statement.

Approval

Mr. Robert Thomas, a director of the Company and a Qualified Person in compliance National Instrument 43-101, has reviewed and approved the technical information contained in this report.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional disclosures pertaining to the Company's technical reports, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.